

MARVEL
PSR 500

STRACZYNSKI
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DOUBLE SIZED
500TH
ISSUE!

the AMAZING SPIDER-MAN



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I'm lost in time.

Caught between what was, what is, and what may be.

Caught between possibilities.

Caught between moments.

With the potential to change it all.

Behind me is New York, and the Mindless Ones, and Dormammu, and the death of every hero in the super-hero phone book unless I can get back there.

What do I do?

Where do I go?

And most important, what do I dare to do?

Stan Lee Presents

HAPPY BIRTHDAY, PART THREE

writer J Michael Straczynski
pencils John Romita Jr & John Romita Sr
inks Scott Hanna
colors Avalon
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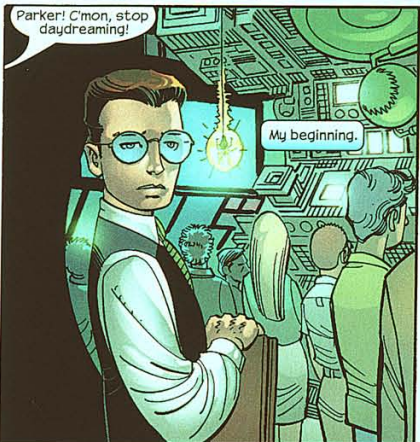
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I'm looking at me at seventeen, as the irradiated spider falls toward my hand.



I'm looking at me older, much older, and somehow I know that this is the end, this is my last stand.



My beginning.



I can hit that spider from here with a web, deflect it, and I never have to live like this. Never have to accept these powers. Never have to endure the things I've endured. Never have to make the mistake that killed Uncle Ben.



I can step in, save my future self from what's coming. Buy a little time to find out what's going on and what to do next.



I was wondering when you were going to get here.



You knew I was coming?

Yeah, I knew you were coming.



No. You wouldn't. In the shadows and the dark, nobody could see me when I didn't want to be seen.

I was good back then, Lamont. I was damned good.

Yeah...yeah, you were. But what does that have to do with--

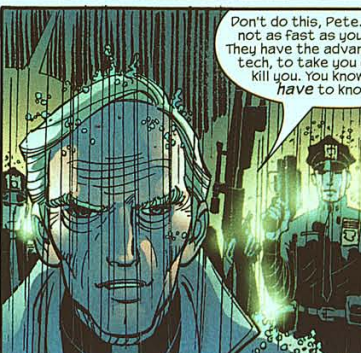


It doesn't matter. Nothing matters now. Say what you came to say.



It doesn't have to be this way. You know that. If you surrender, take the manslaughter rap, I can help you.

But I can't protect you if you keep going.



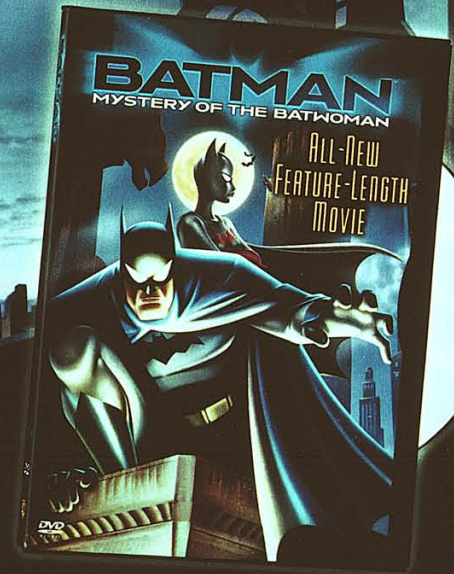
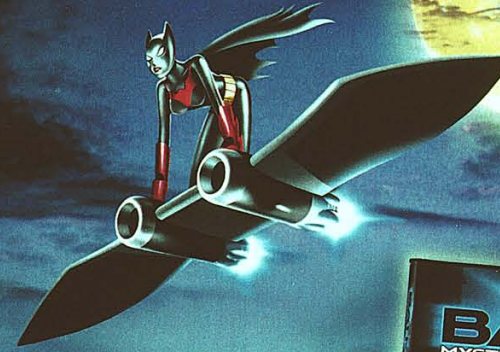
Don't do this, Pete. Don't. You're not as fast as you used to be. They have the advantage, and the tech, to take you down. They'll kill you. You know that. You have to know that.



I know. But I can't go back now. It's too late. What's done, what had to be done, is done.



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Associate Producer: KATHRYN PAGE, Sequence Director: JENNIFER BRADY, Editor: TIM MALLORY, Casting & Props Director: ANDREA TOMIANO, Music by: JULIA ROYMANIS, Story by: ALAN BURNETT
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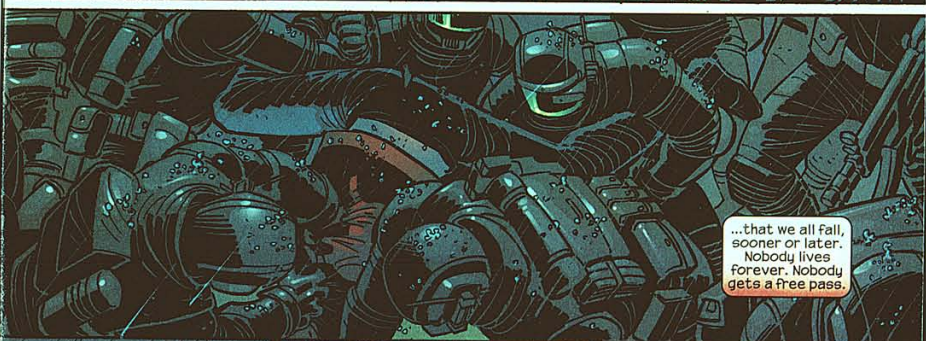
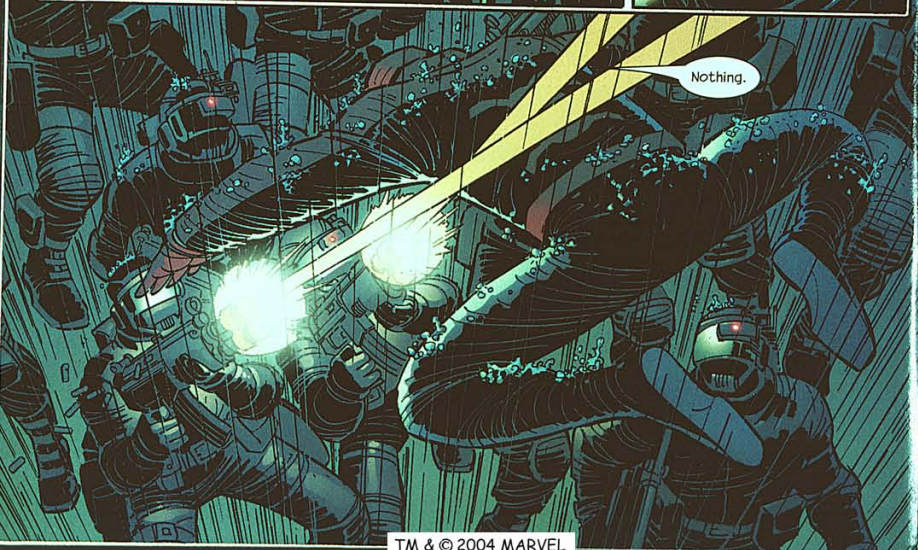
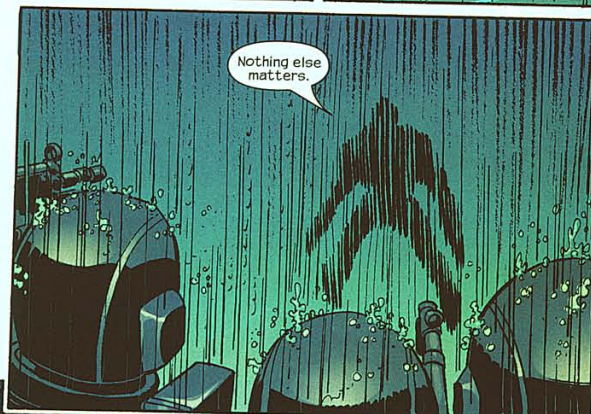
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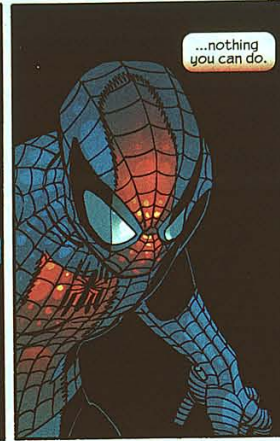
...clean...



...clean...



There's nothing you can do...



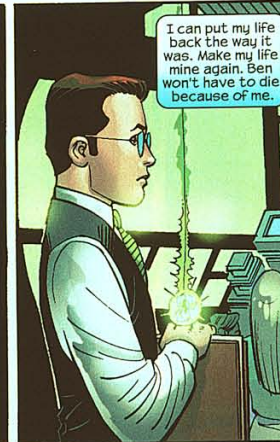
...nothing you can do.



Isn't there?



I can stop it.



I can put my life back the way it was. Make my life mine again. Ben won't have to die because of me.



But how many other people will die because I wasn't there to save them?



I can't--



God help me...I'm sorry, Ben--



I can't, I can't, I can't I can't I can't I--

AAAAARRRRRRRRHHHHH!!!



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OCTOBER

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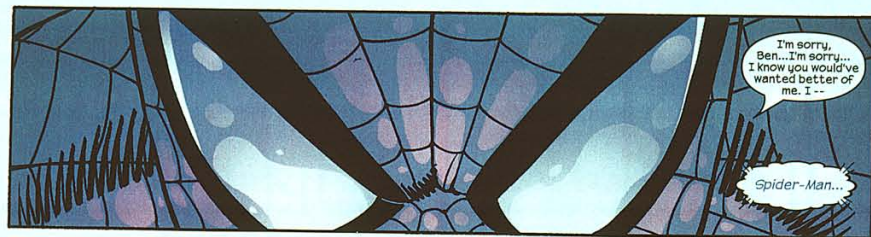


Rev-It-Up Red Marathon Sun 10/12 at 7am-12pm ET/PT	Rev-It-Up Red Week Mon-Fri 10/13-10/17 at 8am-8:30am ET/PT	Extreme Red Marathon Sun 10/19 at 7am-12pm ET/PT
--	--	--

Hosted by Shane

Mornings On
abc family

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I'm sorry, Ben... I'm sorry... I know you would've wanted better of me. I --

Spider-Man...



Doc...? Doc Strange?

I apologize for the delay...it has taken all of my power to find you.

You've gone too far down the timeline for me to come to you. If I try, we may both become lost forever.



So what do you want me to do?

You have to come to me. You will have to find me.



Great. Swell idea.

Ummm.... how?

You will have to come back up your own timeline until you reach the present.

Uh, huh.

Did you get that part about "how?"



I am a Sorcerer Supreme, Spider-Man. I miss nothing.

Okay, okay, just checking, don't get your cape in a knot....

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What you get: Game board, Banner-to-Hulk transformation piece, 4 Hulk movers, 4 Banner movers, mover stands, game cards, game die, label sheet, instructions.

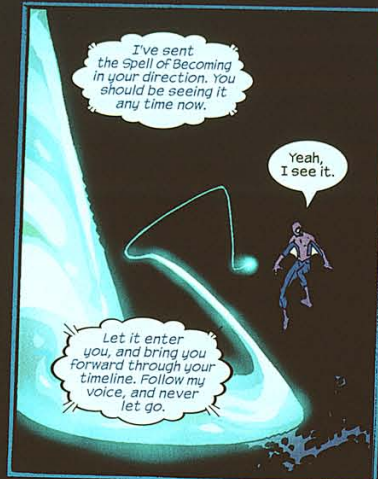


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FOR 2 TO 4 PLAYERS
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I've sent the Spell of Becoming in your direction. You should be seeing it any time now.

Yeah, I see it.

Let it enter you, and bring you forward through your timeline. Follow my voice, and never let go.



If we succeed, you will return to yourself in the moments before the others were tricked into opening the door for Pormammu. You must stop them from repeating their mistake.



Got it. By the way, where did you end up?

I'm sending you this from a billion years in the future.

Yeah? What's it like?

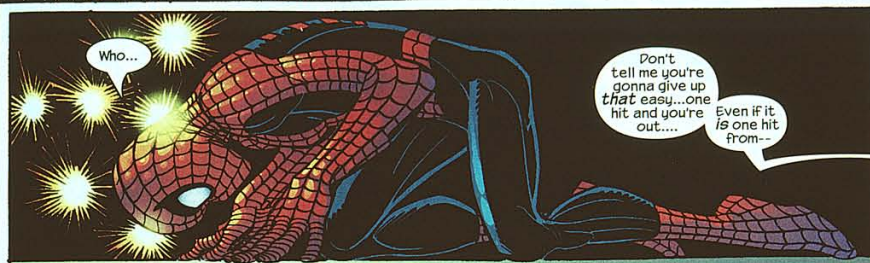
Cold. Dark. Depressing.

Rather much like Newark.

Hey, you made a joke. You made a joke. You --



Yes. Unfortunately, that is considered one of the signs that the end of the world is imminent....



Who...

Don't tell me you're gonna give up that easy...one hit and you're out....

Even if it is one hit from--



--the Sandman!

...okay...



Whoa!

Go ahead and run, ya coward...you gotta stop sooner or later, and then--

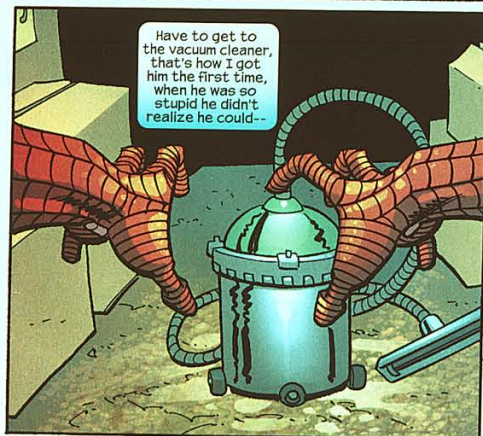
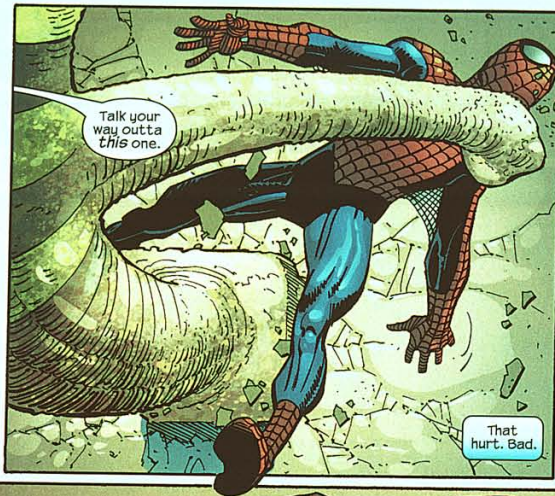
Wow, Yogi Berra was right, it's deja vu all over again.

Same high school.

Same lame striped shirt.

Same stupid--



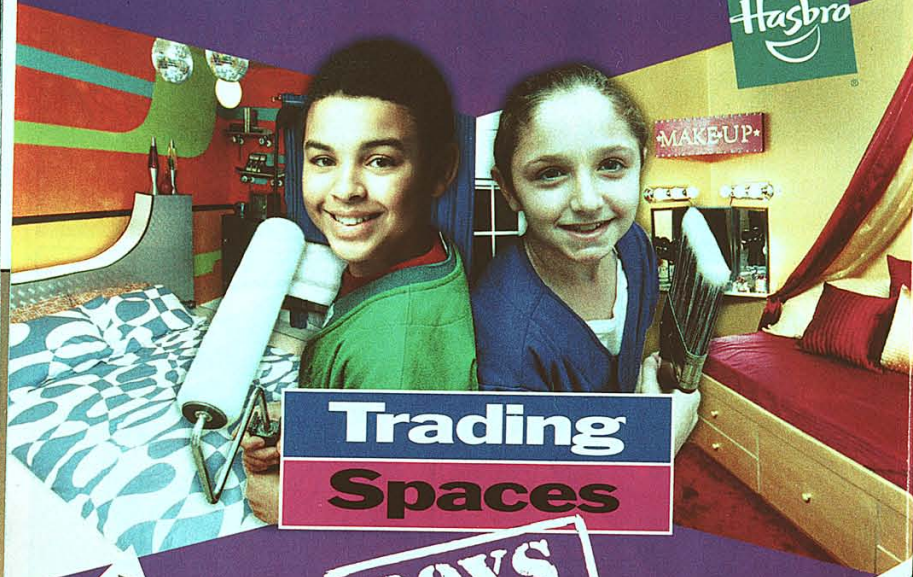




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While lying on _____ bed one day, _____ noticed that _____ room was a total snore.
"Man, I wish my room was more _____," sighed _____. Instantly, the walls changed from boring _____ to insane _____! "Wow! I can change my room any way I want!" shouted _____ as the bed suddenly transformed into a(n) _____ and the dirty old _____ became a(n) _____ with _____ all over it! "This is so _____!" thought _____ when the _____ morphed into the coolest _____ he/she ever saw!
With a wave of _____ arm, the dresser changed into a(n) _____ and the closet door opened to reveal an unbelievable new _____! Excited, _____ climbed to the top of the _____ and shouted, "I've created my ultimate dream room! Now if I could just make my kid _____ disappear!" _____ thought with a _____ grin.

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This room makeover is incomplete! Find 12 things that did NOT transform.



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Answers: Stuffed Elephant & Dog, Two Pillows, Baseball, Slot Machine & Die

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SWEEPSTAKES DRAWINGS

SWEEPSTAKES DRAWING	ENTRY STARTS 12:00 PM ET ON	ENTRY ENDS 11:59 PM ET ON	DRAWING/NOTIFICATION ON
Week #1	10/2/03	10/2/03	10/6/03
Week #2	10/6/03	10/7/03	10/10/03
Week #3	10/17/03	10/19/03	10/20/03
Week #4	10/24/03	10/26/03	10/27/03
Week #5	10/31/03	11/2/03	11/3/03
Week #6	11/7/03	11/9/03	11/10/03
Week #7	11/14/03	11/16/03	11/17/03
Grand Prize	11/21/03	11/16/03	11/24/03

MARVEL ENCYCLOPEDIA

The Spider-Man logo, featuring the word "SPIDER-MAN" in a bold, yellow, stylized font with a red outline, set against a background of a Spider-Man mask.

MARVEL

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Say
hello to
gravity
for me!

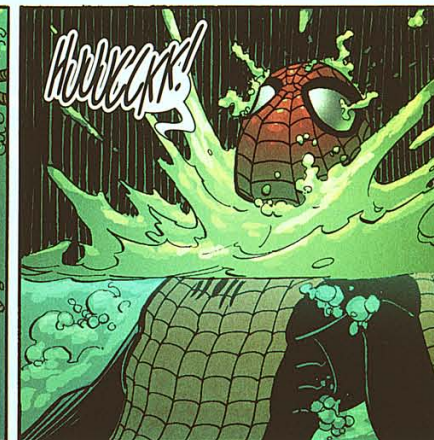


UWMPH!



Starting to black
out...can't black out
I'll drown, can't--

Follow
my voice



Hooback!

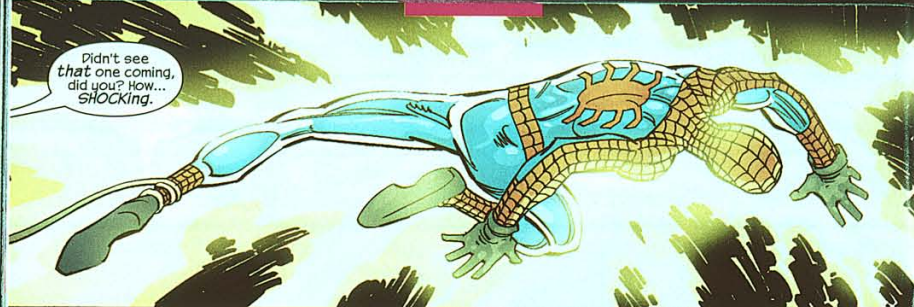


Can barely move
my arms...just got
to slow down for
a second...catch
my breath...

SSSSSSSSSSSSSSSSSS.



Sssssss?



Didn't see that one coming, did you? How... SHOCKING.

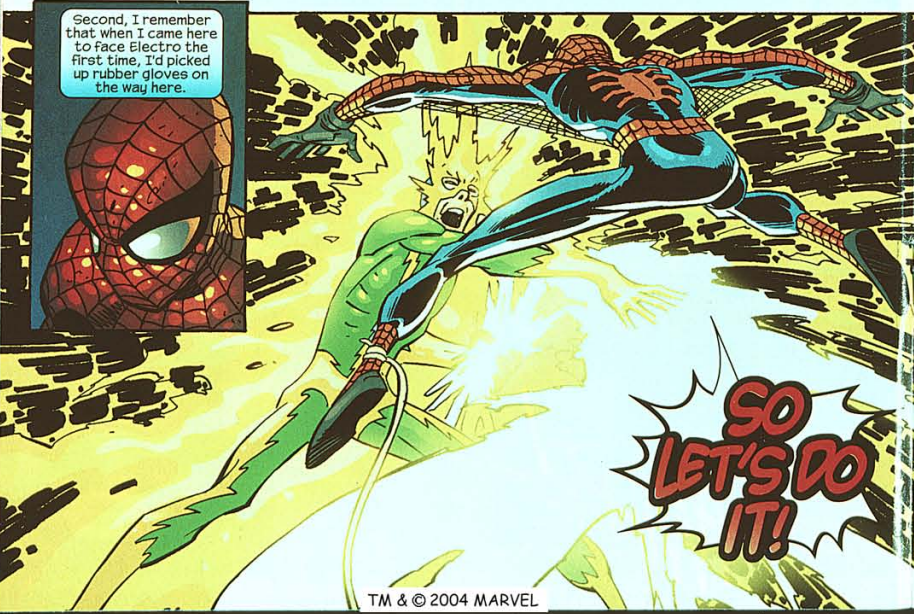


Not the first time you've been blindsided, I'd imagine.

But it will be the last, courtesy of Electro.

As he comes toward me, and the air fills with the smell of ozone, two things occur to me.

First, why do these guys always refer to themselves in the third person?



Second, I remember that when I came here to face Electro the first time, I'd picked up rubber gloves on the way here.

SO LET'S DO IT!



Huh...



...guess they're not the same guy after all. Stupid Parker...

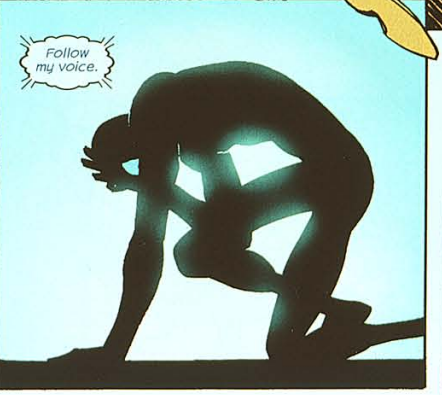


"...can't rely on him to do anything right."

WEEEEEH!



Huh...
huh...huh...
just five minutes rest...just give me five--



Follow my voice.



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It's ISO-36, the serum Aunt May needs right now or she'll die. I was barely able to move this before, but in this condition...

No. I can't let it happen. This isn't a dream, or a memory. I'm *here*, in the moment, and if I fail, she dies. I won't allow it.

I won't.

Come on, Peter...come on...you can do this...you did it before...move, damn you...move....

...this is when it counts...when there's no chance...you can't give up...that's all...

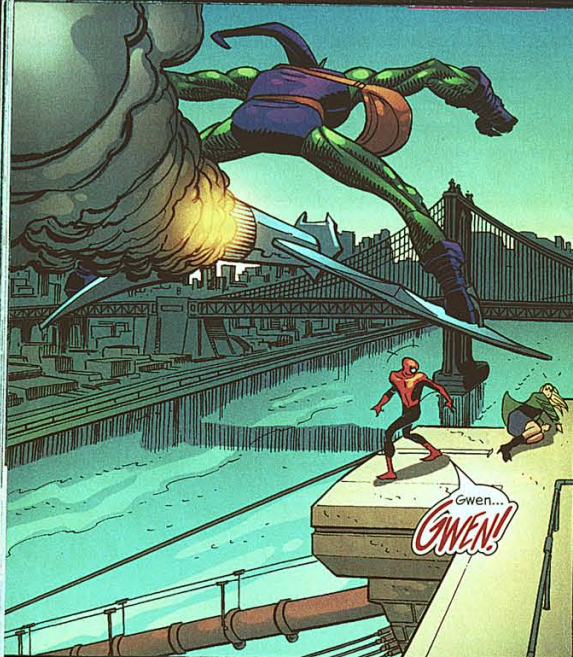
Can't... give...

...up!

Follow my voice.

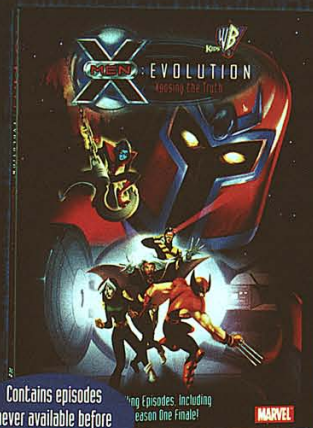
HELP!

That voice! No, it--



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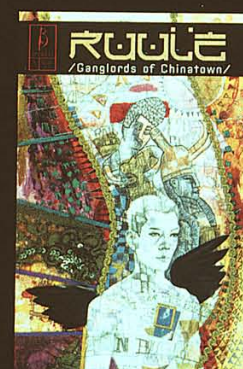


DAREDEVIL®, KABUKI ... RUULE™ DAVID MACK

Once again, David Mack lends his artistry to the Daredevil® legend with his painted series in issues 51-55. Following in 2004, David Mack presents the new fully painted Kabuki series with Kabuki: The Alchemy. In November 2003, the highly anticipated RUULE™: Ganglords of Chinatown by the same creative team from the Terminator® 3™: Before the Rise and Eyes of the Rise series will feature David Mack covers for each of its five-issues.



Kabuki: The Alchemy
Written & painted by
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Enough.

Follow my voice.

No.

Follow my voice.

I SAID NO!



I can't do this anymore. I can't. I look at all the things I've done, everything that's happened, and--



--it's just nonstop fighting, violence, madness-- and I've let people die...people I cared about... people I loved--

We cannot save everyone.

Then what's the point?



Do you know what is the greatest gift anyone can receive in his lifetime?

No. And I don't care. What does this have to do with--



The greatest gift we can receive is to have the chance, just once in our lives, to make a difference.

Do you understand how many gifts you have received? How many times you have made a difference?

Enough for a hundred lifetimes.



If you stop now, then all the times you made a difference before now were for nothing. And all those you care about now, today, will most certainly die.

But you already know this.



I know, it's just...I'm tired, Doc. I'm so tired all of a sudden. I try not to look back, because some days it feels like I'll just drown under the weight of everything I've done, everything I've had to do, and I wonder if it was worth it--

Bring it on.

Follow my voice.



Spider-Man...

Yeah?



You are asking the wrong question.

That so? Then what's the right question?



We must go now.

I know.

I know.





Follow my voice.

Follow my voice.

Fight your way to me.

Fight the darkness.

Fight despair.



Fight until fighting is impossible.

Then fight your way to me again.

Follow my voice.

Follow my voice.

Follow my voice.



Follow my voice...follow my voice...follow--

Hey, webhead, you're outta bad guys.



I..I'm back, this is where--

Where what?



I have to go!

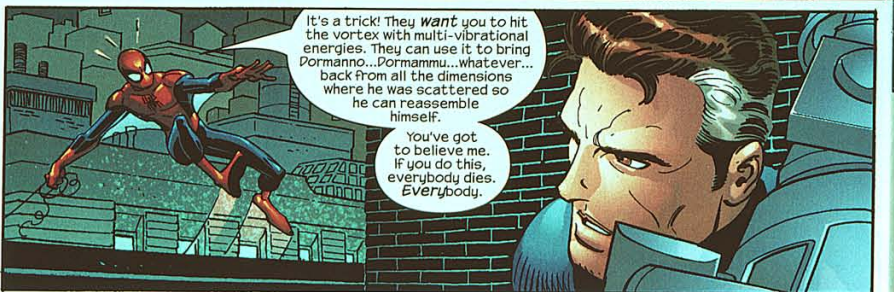
You say you got back when you been here all the time.



I don't know how the Windless Ones managed to open that vortex and cross the border into our dimension, but I think I've figured out how to close it again.

This will funnel everyone's power through every vibrational plane until it finds the right one, the one that matches the Fatline Dimension, where they come from. Once that happens, we overload it and--

NO! WAIT!



It's a trick! They want you to hit the vortex with multi-vibrational energies. They can use it to bring Dormanno...Dormammu...whatever... back from all the dimensions where he was scattered so he can resemble himself.

You've got to believe me. If you do this, everybody dies. Everybody.



Reed, is this possible?

I suppose, but it's quite a leap in logic. How did you--

It's too long a story. You're just going to have to trust me on this. Please. Just wait a little while. Doc Strange was--is--on his way here right now. He can deal with this.



I sense truth in him. And yet we doth know that tricky wans many faces. We shall give you a little while. But no more. If our enemy gains the advantage, we must do as our needs demand.

That's all I'm asking.

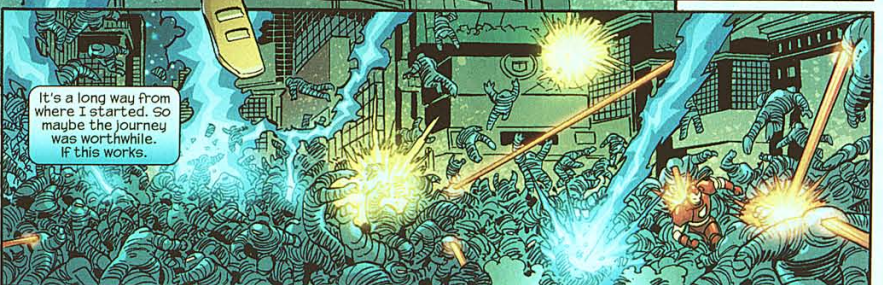


THEN LET THOU NIR BRING FORTH THE STORM!

He shouts. All the time. You ever notice that? He's a shouter.



The next twenty minutes are the hardest in my life. Because they trust me with this. And I realize...they do trust me. I've earned their trust.



It's a long way from where I started. So maybe the journey was worthwhile. If this works.



And I think this just paid off.

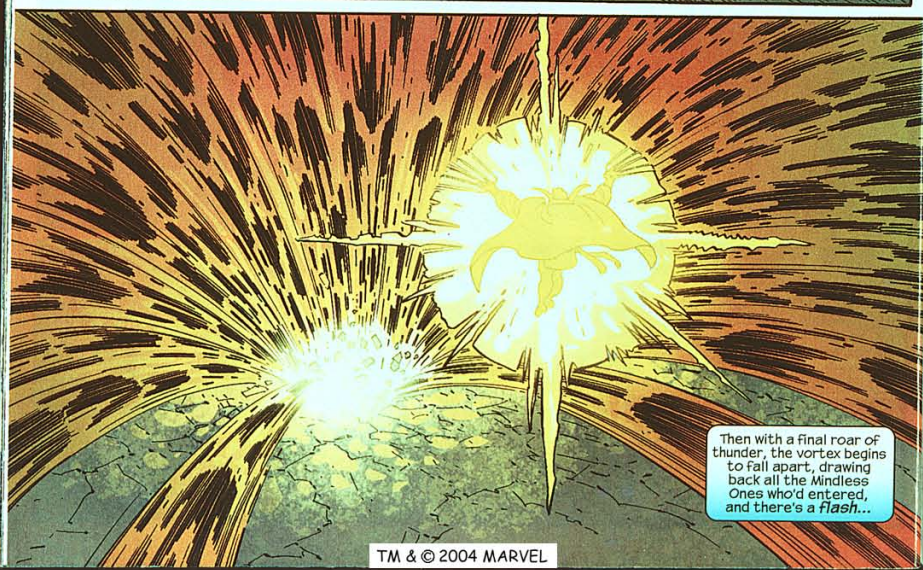
Stand back! This intrusion into our dimension is the work of dark magic, and only magic can counter it.

By the crimson bands of Cyttorak, the Eye of Agamotto, the mists of Morpheus...

Then his voice goes away, swallowed up in the roar of wind and thunder.



And light. A light that comes in from somewhere powerful. Somewhere...else.



Then with a final roar of thunder, the vortex begins to fall apart, drawing back all the Mindless Ones who'd entered, and there's a flash...



...and it's over.



Everything, that is, except the explanations.

We must speak.

I'm hip.



--and then I found myself back here again, and I knew what I had to do.

It is a curious story. But you did well, and that is what matters.

I guess. But I wonder what happened to the you that went ahead into time with me. Does he still exist? Did he ever exist now that we changed the future?



I do not know. But, curiously, I found this in my pocket at the end of our battle.



It is for you. A gift. A special gift, for what I have reason to believe may be a very special day.



Oh, crap... I nearly forgot! It's my birthday! They're gonna be waiting for me, and--

Then go. And may the luck of the Vishanti go with you.



Thanks, Doc. See you around.

Perhaps... and perhaps not.



Who--

You tampered with time. You above all should know this does not come without risks...risks of awakening things long asleep.

You could not be defeated as you are. But time is fluid now, and you may be defeated by sending your self to your own beginnings...and changing those beginnings in ways that will make you easier to defeat.



So was it everything you hoped for?



It was great, MJ. Best birthday I've ever had.

Though I'm still not sure about the bunny slippers...

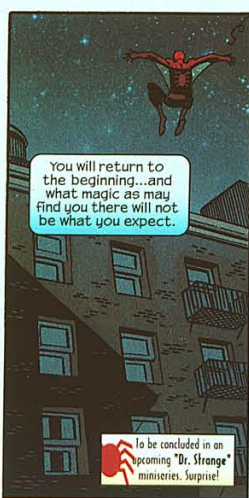
What was that, Pete?

Nothing.

I think I'll go get some air. You okay clearing up?



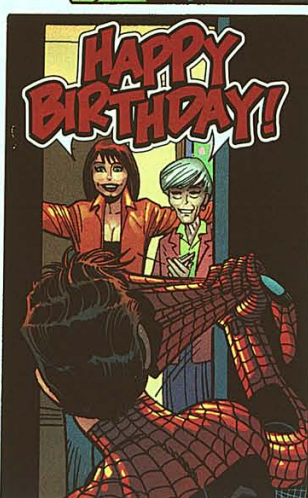
"Sure thing...enjoy the night air. It's beautiful tonight."



You will return to the beginning...and what magic as may find you there will not be what you expect.



MJ? You here? MJ?



HAPPY BIRTHDAY!

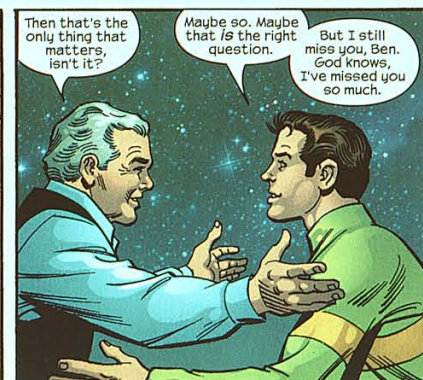
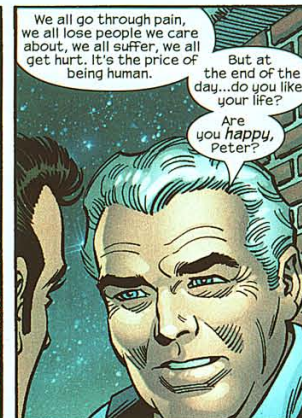


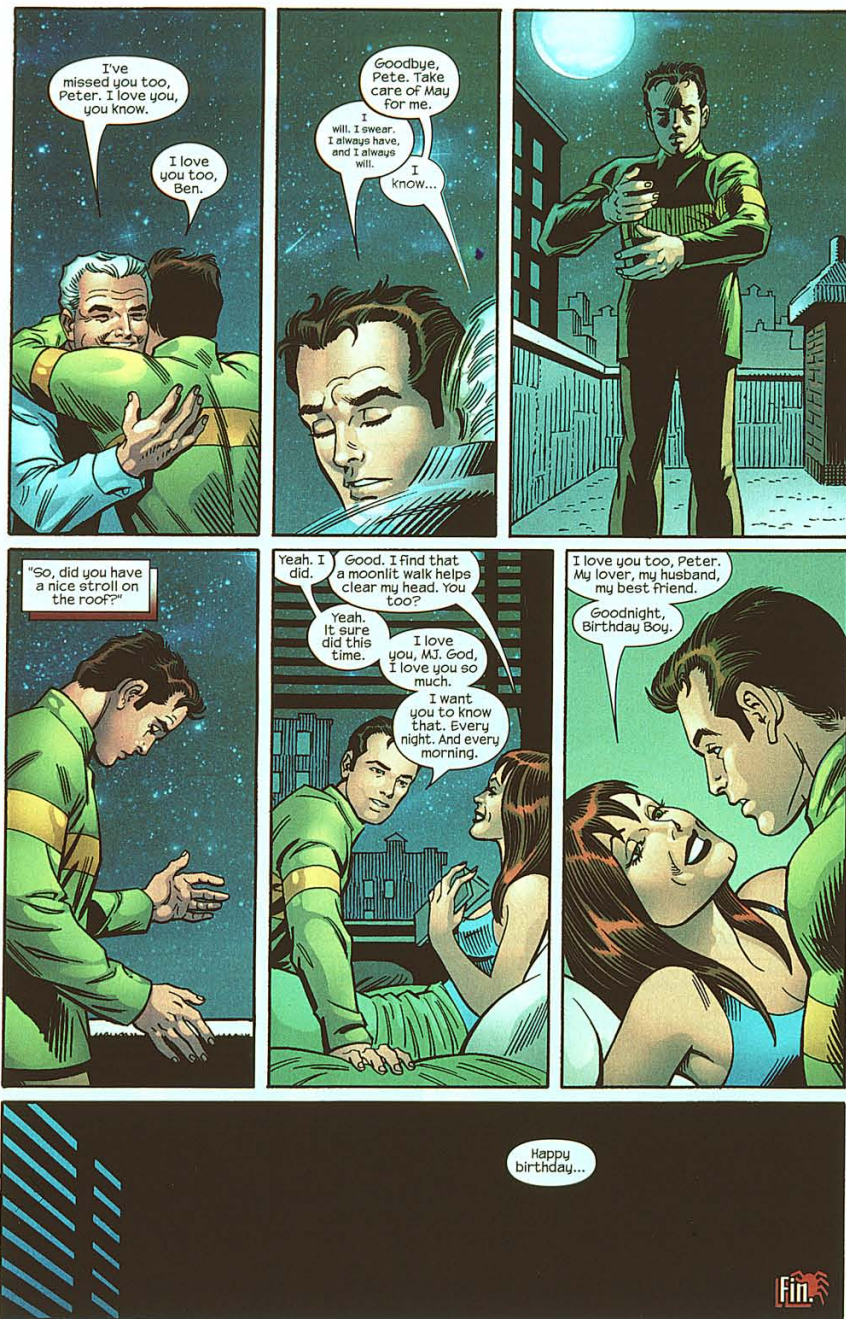
YOU HAVE FIVE MINUTES. STAYED TIGHT. \$5400.00 SW.



Hello, Peter.

To be concluded in an upcoming "Dr. Strange" miniseries. Surprise!

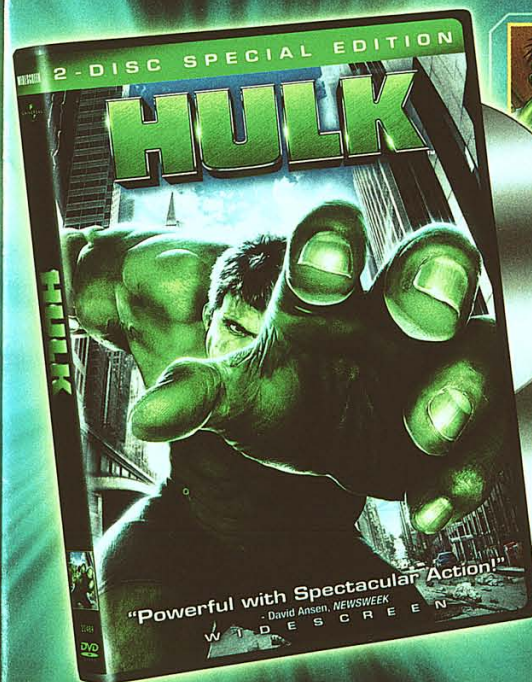




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